

**EXHIBIT 472 TO
CISNEROS DECLARATION
REDACTED VERSION**

From: Shona Brown <shona@google.com> on behalf of Shona Brown
Sent: Friday, October 01, 2010 4:37 PM
To: Campbell, Bill
Cc: Prasad Setty; Eric Schmidt; Laszlo Bock
Subject: Re: Mtg notes from LDCC conversation on comp increases

Agree. Well done Prasad. Also, good job in management team meeting last week as well.

On Fri, Oct 1, 2010 at 9:29 AM, Campbell, Bill <Bill_Campbell@intuit.com> wrote:

Prasad

Great 'minutes'/summary.

Bill

From: Prasad Setty [mailto:prasadsetty@google.com]
Sent: Wednesday, September 29, 2010 5:01 PM
To: Eric Schmidt; Campbell, Bill; Shona Brown; Laszlo Bock
Subject: Mtg notes from LDCC conversation on comp increases

Eric, here are the meeting notes from our conversation with [REDACTED] on Monday regarding Big Bang.

Bill, Shona, Laszlo and I attended the meeting. Please let us know if you have any qns.

Summary

- [REDACTED] are in favor of the Big Bang program. They think it's a bold idea and are supportive of bringing it to the full Board for discussion on 10/13
- In addition to the current rationale that we've presented, they would like to see a business case based on talent attraction and retention measures

Discussion

1. What is the business rationale?

- Our profit margins are very healthy

EXHIBIT 472

Deponent Okellini
Date 1-29-13

Gina V. Carbone, CSR

[REDACTED]

[REDACTED]

[REDACTED]

- While comp is not the only lever we're pursuing, this program will help with talent attraction and retention
- AI: Develop a 2-page proposal for the full Board meeting. For the LDCC session, include talent attraction and retention measures in the business case

[REDACTED]

[REDACTED]

[REDACTED]

3. How do executive bonuses work and what's the variability?

[REDACTED]

[REDACTED]

4. What else are you doing to manage attrition?

[REDACTED]

[REDACTED]

5. What impact will this have on the Valley?

[REDACTED]

[REDACTED]

[REDACTED]

Action items:

[REDACTED]

- Develop 2 pg proposal for full Board mtg on 10/13 including a section on managing internal/external PR
- Develop LDCC section on Big Bang for 10/13 mtg including talent attraction and retention metrics

--
Prasad Setty
People Analytics & Compensation
650 353 7921